

Integrated Governance

SWELECT ENERGY SYSTEMS LIMITED

General information about company

Scrip code	532051	
NSE Symbol	SWELECTES	
MSEI Symbol	NOTLISTED	
ISIN	INE409B01013	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	There is no imposition of fine or penalty during the quarter ended 31st December 2025.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	n00177	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information			
Whether the listed entity has a Regular Chairperson												true			
Whether Chairperson is related to MD or CEO												false			
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of appointment
1	Mr	SUNDARAM ANNADURAI	00137561	Non-Executive - Independent Director	Chairperson		false				Active	Yes	26-07-2023	28-06-2017	28-0
2	Mr	CHELLAPPAN RAMASAMY GOUNDER	00016958	Executive Director	Not Applicable		false				Active	NA		12-09-1994	04-0
3	Mr	ARULKUMAR PUDUR SHANMUGASUNDARAM	08371976	Executive Director	Not Applicable	CEO-MD	false				Active	NA		04-09-2025	04-0
4	Mr	ARTHANARI BALAN	00017091	Executive Director	Not Applicable		false				Active	NA		03-10-2015	04-0
5	Mr	KONGANAPURAM VENKATESAN NACHIAPPAN	00017182	Executive Director	Not Applicable		false				Active	NA		20-04-2018	20-0
6	Mr	VENKATAGIRI CHELLAPPAN RAGHUNATH	00703922	Executive Director	Not Applicable		false				Active	NA		11-11-2013	28-0
7	Ms	VENKATAGIRI CHELLAPPAN MIRUNALINI	07860175	Executive Director	Not Applicable		false				Active	NA		28-06-2017	28-0
8	Mrs	NACHIAPPAN JAYASHREE	03173327	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		13-08-2012	13-0
9	Mr	GNANASEKAR SUKUMAR SAMUEL	05284689	Non-Executive - Non Independent Director	Not Applicable		false				Active	Yes	15-11-2025	04-09-2025	15-1
10	Mr	SELVARAJAN INIYAN	08355447	Non-Executive - Independent Director	Not Applicable		false				Active	NA		01-04-2019	01-0
11	Mr	MUTHUSAMY RAVI	08066520	Non-Executive - Independent Director	Not Applicable		false				Active	NA		11-02-2023	11-0
12	Mrs	UMA PRAKASH	03206624	Non-Executive - Independent Director	Not Applicable		false				Active	NA		30-05-2025	30-0

Text Block

Textual Information(1)	<p>1. Mr. Chellappan Ramasamy Gounder (DIN: 00016958) was re-designated and appointed as the Whole-time Director for a period of five years with effect from 4th September 2025. 2. Dr. Arulkumar Pudur Shanmugasundaram (DIN:08371976) was appointed as the CEO & Managing Director of the Company for a period of five years with effect from 4th September 2025. 3. Mr. Arthanari Balan (DIN:00017091) was re-designated and appointed as the Whole-time Director for a period of five years with effect from 4th September 2025. 4. Mr. Gnanasekar Sukumar Samuel (DIN:05284689) who was appointed as an Additional Director effective 04th September 2025 was regularised as a Non-Executive and Non-Independent Director with effect from 15th November 2025. All the above appointments were approved by the shareholders by way of passing of Special Resolution on 15th November 2025 as per the results of Postal Ballot Notice declared on 18th November 2025.</p>
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Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03206624	UMA PRAKASH	Non-Executive - Independent Director	Chairperson	28-07-2025		
2	00137561	SUNDARAM ANNADURAI	Non-Executive - Independent Director	Member	10-05-2018		
3	03173327	NACHIAPPAN JAYASHREE	Non-Executive - Non Independent Director	Member	05-08-2013		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03206624	UMA PRAKASH	Non-Executive - Independent Director	Chairperson	28-07-2025		
2	08066520	MUTHUSAMY RAVI	Non-Executive - Independent Director	Member	01-04-2024		
3	03173327	NACHIAPPAN JAYASHREE	Non-Executive - Non Independent Director	Member	03-10-2015		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03206624	UMA PRAKASH	Non-Executive - Independent Director	Chairperson	28-07-2025		
2	00017182	KONGANAPURAM VENKATESAN NACHIAPPAN	Executive Director	Member	01-04-2019		
3	03173327	NACHIAPPAN JAYASHREE	Non-Executive - Non Independent Director	Member	05-11-2012		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016958	CHELLAPPAN RAMASAMY GOUNDER	Executive Director	Chairperson	01-04-2008		
2	00703922	VENKATAGIRI CHELLAPPAN RAGHUNATH	Executive Director	Member	06-02-2014		
3	03173327	NACHIAPPAN JAYASHREE	Non-Executive - Non Independent Director	Member	06-02-2014		
4	08371976	ARULKUMAR PUDUR SHANMUGASUNDARAM	Executive Director	Member	04-09-2025		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00137561	SUNDARAM ANNADURAI	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00016958	CHELLAPPAN RAMASAMY GOUNDER	Executive Director	Member	06-02-2014		
3	00703922	VENKATAGIRI CHELLAPPAN RAGHUNATH	Executive Director	Member	06-02-2014		
4	08371976	ARULKUMAR PUDUR SHANMUGASUNDARAM	Executive Director	Member	04-09-2025		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-08-2025			true	10	9	3
2	04-09-2025	21		true	12	11	4
3	27-09-2025	22		true	12	12	4
4	13-11-2025	46		true	12	12	4

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory									Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-08-2025				true	3	3	2	0
2	Audit Committee	04-09-2025	22			true	3	3	2	0
3	Audit Committee	27-09-2025	22			true	3	3	2	0
4	Audit Committee	13-11-2025	46			true	3	3	2	0
5	Nomination and remuneration committee	04-09-2025				true	3	3	2	0
6	Corporate Social Responsibility Committee	13-08-2025				true	3	3	1	0
7	Corporate Social Responsibility Committee	27-09-2025	44			true	4	4	1	0

Text Block

Textual Information(1)	No meetings of Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee were held during the quarter ended 31st December 2025
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Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	J BHUVANESWARI
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		false
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Signatory Details

Name of signatory	J BHUVANESWARI
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	30-01-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	ESG GREEN ENERGY PRIVATE LIMITED	28-10-2025	100.00%	-34.22%	65.78%

Text Block

Textual Information(1)	<p>The Company had earlier incorporated a wholly owned subsidiary viz., ESG GREEN ENERGY PRIVATE LIMITED and agreed to make further investment along with the other group captive consumers where post-acquisition, shareholding of the Company will be 73.98% of the equity share capital in the above subsidiary. Pursuant to this the Company had made first tranche of investment in the wholly owned subsidiary ESG GREEN ENERGY PRIVATE LIMITED along with the group captive consumers during October 2025, resulting in the percentage of shareholding of the Company reducing from 100% to 65.78% as at the end of the quarter ended December 31, 2025, which changed the status of ESG GREEN ENERGY PRIVATE LIMITED from being a wholly owned subsidiary to a subsidiary of the Company. To reflect the correct aggregate holding percentage of shares or voting rights as at the end of the quarter ended December 31, 2025, the percentage of shares or voting rights acquired during the quarter is mentioned in negative value as -34.22 % which actually pertains to the shareholding of the other group captive consumers in the subsidiary company.</p>
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Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income tax department	31-03-2009	1.Deduction under section 10B 2. Depreciation on interior decoration expenses capitalized 3. 14A disallowance	ITAT in ITA No. 1344/Mds/2012 - C Bench, allowed assessee's appeal Giving effect to the Order is awaited.
2	Income tax department	31-03-2010	1.Disallowance of depreciation expense 2.Disallowance of Software development expenses 3.Disallowance of Bad debts written off 4.14A disallowance	Appeal is pending before the CIT(A).
3	Income tax department	31-03-2011	1.Depreciation on interior decoration expenses capitalized 2.Disallowance bad debts written off 3.Disallowance of donation and pooja expenses 4.14A Disallowance 5.Deduction under section 10B	Hearing notice is issued by the the CIT(A). The Company is yet to file detailed ground wise submission in response to said notice.
4	Income tax department	31-03-2012	Disallowance of deduction under section 80IB of the Act	Appeal Pending
5	Income tax department	31-03-2013	Matters before CIT(A) -14A disallowance and bad debts written off. Short grant of advance tax issue pending before AO.	Order giving effect to the order passed by the CIT(A) is pending with the AO.
6	Income tax department	31-03-2014	14A Disallowance recumputaion pending with AO	Issue: Mark to Market gain - Notional dividend income on Mutual Funds treated as income by the AO. Appeal before the CIT(A) has been filed against the reassessment order and the same is pending adjudication.
7	Income tax department	31-03-2015	14A Disallowance	Order giving effect to the ITAT's order is pending before the AO.
8	Income tax department	31-03-2017	DDT was remitted within due date - Interest under section 115P of the Act has been levied in the rectified assessment order.	Appeal is pending before the CIT(A) and rectification application is pending before the AO
9	Income tax department	31-03-2018	Short grant of TDS credit and consequential effect on 234B and 234C of the Act	Pending before AO
10	Income tax department	31-03-2019	DDT remitted was not considered and interest under section 115P was levied.	Appeal is pending before the CIT(A).
11	Income tax department	31-03-2021	DDT remitted by the Company was not taken into consideration	Rectification application is pending before the AO.
12	Income tax department	31-03-2023	Disllaowed depreciation	Appeal is pending before the CIT(A).
13	z	31-03-2023	The grounds and qualification as stated by authorities is as follows: - GST Liability on account place of supply.	Responded to SCN
14	Department of Excise	30-04-2011	BCD exempted on imports except on Edge tape	Appeal filed with High court of Karnataka
15	Department of Excise	30-10-2011	BCD exempted on imports except on Solar Glass	Appeal filed with High court of Karnataka
16	Department of Excise	31-03-2012	BCD exempted on imports except on Solar Glass	Appeal filed with High court of Karnataka
17	Department of Excise	30-06-2012	BCD exempted on imports except on Solar Glass	Appeal filed with High court of Karnataka
18	Department of Excise	30-10-2012	BCD, CVD & SAD confirmed for entire period	Appeal filed with High court of Karnataka
19	Department of Excise	31-03-2013	BCD, CVD & SAD confirmed for entire period	Appeal filed with High court of Karnataka
20	Department of Excise	30-09-2013	BCD, CVD & SAD confirmed for entire period	Appeal filed with High court of Karnataka
21	Department of Excise	31-03-2014	CVD & SAD confirmed and BCD exempted for entire period	Appeal filed with High court of Karnataka
22	Department of Excise	31-12-2014	CVD & SAD confirmed upto 10.07.14 and subsequent period given exemption. In addition to this the BCD exempted for entire period	Appeal filed with High court of Karnataka
23	Department of Sales Tax	31-03-2007	Disputed turnover-Delhi Vat Act, 2004	Pending with AO
24	Department of Sales Tax	31-03-2013	Non submission of F-forms & C-Forms to the Department - The Central Sales Tax (Assam), Rules 1957	Pending with AO